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ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2012
OF THE CONDITION AND AFFAIRS OF THE

Upper Peninsula Health Plan, LLC

| | | | | | | | | | |
|---------------------------------------|-------------------------------------|------------------|---|-------|---|-------------------|-------|----------------------|------------|
| NAIC Group Code | 00000 | (Current Period) | , | 00000 | (Prior Period) | NAIC Company Code | 52615 | Employer's ID Number | 46-0927995 |
| Organized under the Laws of | Michigan | | | | State of Domicile or Port of Entry | Michigan | | | |
| Country of Domicile | United States | | | | | | | | |
| Licensed as business type: | Life, Accident & Health [] | | Property/Casualty [] | | Hospital, Medical & Dental Service or Indemnity [] | | | | |
| | Dental Service Corporation [] | | Vision Service Corporation [] | | Health Maintenance Organization [X] | | | | |
| | Other [] | | Is HMO, Federally Qualified? Yes [] No [X] | | | | | | |
| Incorporated/Organized | 10/14/1997 | | Commenced Business | | 08/01/1998 | | | | |
| Statutory Home Office | 228 W. Washington St. | | | | Marquette, MI, US 49855 | | | | |
| | (Street and Number) | | | | (City, State, Country and Zip Code) | | | | |
| Main Administrative Office | 228 W. Washington St. | | | | | | | | |
| | Marquette, MI, US 49855 | | | | 906-225-7500 | | | | |
| | (City, State, Country and Zip Code) | | | | (Area Code) (Telephone Number) | | | | |
| Mail Address | 228 W. Washington St. | | | | Marquette, MI, US 49855 | | | | |
| | (Street and Number or P.O. Box) | | | | (City, State, Country and Zip Code) | | | | |
| Primary Location of Books and Records | 228 W. Washington St. | | | | | | | | |
| | Marquette, MI, US 49855 | | | | 906-225-7500 | | | | |
| | (City, State, Country and Zip Code) | | | | (Area Code) (Telephone Number) (Extension) | | | | |
| Internet Web Site Address | N/A | | | | | | | | |
| Statutory Statement Contact | Kevin William Carlson | | | | 906-225-7500 | | | | |
| | (Name) | | | | (Area Code) (Telephone Number) (Extension) | | | | |
| | kwcarlson@uphp.com | | | | 906-225-8687 | | | | |
| | (E-Mail Address) | | | | (Fax Number) | | | | |

OFFICERS

| Name | Title | Name | Title |
|--------------|-----------|---------------|-----------|
| Dennis Smith | President | Kevin Carlson | Treasurer |
| Jerry Worden | Secretary | | |

OTHER OFFICERS

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

DIRECTORS OR TRUSTEES

| | | | |
|--------------------|---------------|--------------|---------------|
| Michelle Tavernier | David Jahn | John Schon | Jerry Worden |
| James Bogan | Kevin Calhoun | Robert Vairo | Scott Pillion |
| | | | |

State of Michigan
County of Marquette

ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions* and *Accounting Practices* and *Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

| | | |
|--|----------------------------|---|
| Dennis Smith President | Kevin Carlson Treasurer | Jerry Worden Secretary |
| Subscribed and sworn to before me this 26th day of February, 2013 | | a. Is this an original filing? Yes [X] No [] b. If no: 1. State the amendment number 2. Date filed 3. Number of pages attached |
| Tanya M. Jennings, HR Director October 11, 2013 | | |

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT 3 - HEALTH CARE RECEIVABLES

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

| Aging Analysis of Unpaid Claims | | | | | | |
|---|------------------|-------------------|-------------------|--------------------|--------------------|------------|
| 1 Account | 2 1 - 30 Days | 3 31 - 60 Days | 4 61 - 90 Days | 5 91 - 120 Days | 6 Over 120 Days | 7 Total |
| Claims Unpaid (Reported) | | | | | | |
| Aspirus Keweenaw Hospital..... | 47,220 | 4,699 | | | | 51,919 |
| Baraga County Memorial Hospital..... | 13,664 | | | | | 13,664 |
| Bell Memorial Hospital..... | 78,969 | 5,635 | | | | 84,604 |
| Childrens Hospital of Michigan..... | 14,850 | | | | | 14,850 |
| Chippewa War Memorial Hospital..... | 108,771 | 7,904 | | | | 116,675 |
| Dickinson County Memorial Hospital..... | 95,787 | | | | | 95,787 |
| Grand View Hospital..... | 63,656 | 2,221 | | | | 65,877 |
| Harper University Hospital..... | 52,981 | | | | | 52,981 |
| Helen Newberry Joy Hospital..... | 27,401 | | | | | 27,401 |
| Henry Ford Hospital..... | 13,150 | 8,840 | | | | 21,990 |
| Hurley Medical Center..... | 45,773 | 32,173 | 32,173 | | | 110,119 |
| Northstar Health System..... | 32,036 | | | | | 32,036 |
| Marquette General Hospital..... | 431,150 | 2,858 | 108,485 | | | 542,493 |
| McLaren - Northern Michigan..... | 29,203 | | | | | 29,203 |
| Munising Memorial Hospital..... | 10,785 | | | | | 10,785 |
| Munson Medical Center..... | 16,176 | | | | | 16,176 |
| Oakland University..... | 46,472 | 46,472 | 46,472 | | | 139,416 |
| Oakwood Hospital and Medical Center..... | 10,950 | | | | | 10,950 |
| Portage Health Hospital..... | 87,458 | 3,068 | | | | 90,526 |
| Regents of the U of M..... | 0 | 364,074 | | | | 364,074 |
| Schoolcraft Memorial Hospital..... | 16,087 | | | | | 16,087 |
| Sinai-Grace Hospital..... | 10,950 | | | | | 10,950 |
| Spectrum Health..... | 28,950 | | | 85,833 | | 114,783 |
| St. Francis Hospital..... | 110,998 | | | | | 110,998 |
| St. John Hospital and Medical Center..... | 13,150 | | | | | 13,150 |
| University of Michigan Health System..... | 121,848 | 42,897 | 42,897 | | | 207,642 |
| Michigan State University..... | 107,244 | 107,243 | 107,243 | | | 321,730 |
| Wayne State University..... | 128,692 | 128,692 | 128,692 | | | 386,076 |
| Catalyst Health Solutions..... | 392,685 | | | | | 392,685 |
| 0199999 Individually listed claims unpaid..... | 2,157,056 | 756,776 | 465,962 | 85,833 | 0 | 3,465,627 |
| 0299999 Aggregate accounts not individually listed-uncovered..... | | | | | | 0 |
| 0399999 Aggregate accounts not individually listed-covered..... | | | | | | 0 |
| 0499999 Subtotals..... | 2,157,056 | 756,776 | 465,962 | 85,833 | 0 | 3,465,627 |
| 0599999 Unreported claims and other claim reserves..... | | | | | | 8,866,631 |
| 0699999 Total amounts withheld..... | | | | | | |
| 0799999 Total claims unpaid..... | | | | | | 12,332,258 |
| 0899999 Accrued medical incentive pool and bonus amounts..... | | | | | | 0 |

Exhibit 5 - Amounts Due From Parent, Subs

NONE

Exhibit 6 - Amounts Due To Parent, Subs

NONE

EXHIBIT 7 - PART 1- SUMMARY OF TRANSACTIONS WITH PROVIDERS

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

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EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

| | 1 | 2 | 3 | 4 | 5 | 6 |
|--|---------|--------------|-----------------------------|---------------------------------|------------------------|---------------------|
| Description | Cost | Improvements | Accumulated Depreciation | Book Value Less Encumbrances | Assets Not Admitted | Net Admitted Assets |
| 1. Administrative furniture and equipment | 445,820 | | 138,929 | 306,891 | 306,891 | |
| 2. Medical furniture, equipment and fixtures | | | | | | |
| 3. Pharmaceuticals and surgical supplies | | | | | | |
| 4. Durable medical equipment | | | | | | |
| 5. Other property and equipment | | | | | | |
| 6. Total | 445,820 | 0 | 138,929 | 306,891 | 306,891 | 0 |



ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION Upper Peninsula Health Plan, LLC 2. (LOCATION)

| NAIC Group Code | 00000 | BUSINESS IN THE STATE OF Michigan | | DURING THE YEAR 2012 | | | | NAIC Company Code | | 52615 |
|---|------------|---------------------------------------|-------|------------------------|----------------|----------------|--|-------------------------|-----------------------|-------|
| | 1 | Comprehensive (Hospital & Medical) | | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
| | | 2 | 3 | | | | | | | |
| | Total | Individual | Group | Medicare Supplement | Vision Only | Dental Only | Federal Employees Health Benefit Plan | Title XVIII Medicare | Title XIX Medicaid | Other |
| Total Members at end of: | | | | | | | | | | |
| 1. Prior Year | 29,483 | 578 | | | | | | 182 | 28,723 | |
| 2 First Quarter | 30,117 | 576 | | | | | | 220 | 29,321 | |
| 3 Second Quarter | 30,418 | 572 | | | | | | 261 | 29,585 | |
| 4. Third Quarter | 31,058 | 639 | | | | | | 283 | 30,136 | |
| 5. Current Year | 30,805 | 583 | | | | | | 324 | 29,898 | |
| 6 Current Year Member Months | 364,339 | 7,083 | | | | | | 3,132 | 354,124 | |
| Total Member Ambulatory Encounters for Year: | | | | | | | | | | |
| 7. Physician | 184,956 | 2,266 | | | | | | 4,498 | 178,192 | |
| 8. Non-Physician | 116,447 | 1,031 | | | | | | 3,607 | 111,809 | |
| 9. Total | 301,403 | 3,297 | 0 | 0 | 0 | 0 | 0 | 8,105 | 290,001 | 0 |
| 10. Hospital Patient Days Incurred | 6,604 | 3 | | | | | | 6,319 | 282 | |
| 11. Number of Inpatient Admissions | 2,165 | 2 | | | | | | 2,077 | 86 | |
| 12. Health Premiums Written (b)..... | 97,928,662 | 556,936 | | | | | | 3,411,595 | 93,960,131 | |
| 13. Life Premiums Direct..... | 0 | | | | | | | | | |
| 14. Property/Casualty Premiums Written..... | 0 | | | | | | | | | |
| 15. Health Premiums Earned..... | 97,928,662 | 556,936 | | | | | | 3,411,595 | 93,960,131 | |
| 16. Property/Casualty Premiums Earned..... | 0 | | | | | | | | | |
| 17. Amount Paid for Provision of Health Care Services | 88,088,346 | 491,289 | | | | | | 3,948,266 | 83,648,791 | |
| 18. Amount Incurred for Provision of Health Care Services | 88,674,962 | 464,611 | | | | | | 5,064,048 | 83,146,303 | |

(a) For health business: number of persons insured under PPO managed care products 0 and number of persons insured under indemnity only products 0

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$0



ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION Upper Peninsula Health Plan, LLC 2. (LOCATION)

| NAIC Group Code | 00000 | BUSINESS IN THE STATE OF Consolidated | | DURING THE YEAR 2012 | | | | NAIC Company Code | | 52615 |
|---|------------|---------------------------------------|-------|------------------------|----------------|----------------|--|-------------------------|-----------------------|-------|
| | 1 | Comprehensive (Hospital & Medical) | | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
| | | 2 | 3 | | | | | | | |
| | Total | Individual | Group | Medicare Supplement | Vision Only | Dental Only | Federal Employees Health Benefit Plan | Title XVIII Medicare | Title XIX Medicaid | Other |
| Total Members at end of: | | | | | | | | | | |
| 1. Prior Year | 29,483 | 578 | 0 | 0 | 0 | 0 | 0 | 182 | 28,723 | 0 |
| 2 First Quarter | 30,117 | 576 | 0 | 0 | 0 | 0 | 0 | 220 | 29,321 | 0 |
| 3 Second Quarter | 30,418 | 572 | 0 | 0 | 0 | 0 | 0 | 261 | 29,585 | 0 |
| 4. Third Quarter | 31,058 | 639 | 0 | 0 | 0 | 0 | 0 | 283 | 30,136 | 0 |
| 5. Current Year | 30,805 | 583 | 0 | 0 | 0 | 0 | 0 | 324 | 29,898 | 0 |
| 6 Current Year Member Months | 364,339 | 7,083 | 0 | 0 | 0 | 0 | 0 | 3,132 | 354,124 | 0 |
| Total Member Ambulatory Encounters for Year: | | | | | | | | | | |
| 7. Physician | 184,956 | 2,266 | 0 | 0 | 0 | 0 | 0 | 4,498 | 178,192 | 0 |
| 8. Non-Physician | 116,447 | 1,031 | 0 | 0 | 0 | 0 | 0 | 3,607 | 111,809 | 0 |
| 9. Total | 301,403 | 3,297 | 0 | 0 | 0 | 0 | 0 | 8,105 | 290,001 | 0 |
| 10. Hospital Patient Days Incurred | 6,604 | 3 | 0 | 0 | 0 | 0 | 0 | 6,319 | 282 | 0 |
| 11. Number of Inpatient Admissions | 2,165 | 2 | 0 | 0 | 0 | 0 | 0 | 2,077 | 86 | 0 |
| 12. Health Premiums Written (b)..... | 97,928,662 | 556,936 | 0 | 0 | 0 | 0 | 0 | 3,411,595 | 93,960,131 | 0 |
| 13. Life Premiums Direct..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 14. Property/Casualty Premiums Written..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 15. Health Premiums Earned..... | 97,928,662 | 556,936 | 0 | 0 | 0 | 0 | 0 | 3,411,595 | 93,960,131 | 0 |
| 16. Property/Casualty Premiums Earned..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 17. Amount Paid for Provision of Health Care Services | 88,088,346 | 491,289 | 0 | 0 | 0 | 0 | 0 | 3,948,266 | 83,648,791 | 0 |
| 18. Amount Incurred for Provision of Health Care Services | 88,674,962 | 464,611 | 0 | 0 | 0 | 0 | 0 | 5,064,048 | 83,146,303 | 0 |

(a) For health business: number of persons insured under PPO managed care products 0 and number of persons insured under indemnity only products 0
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 0

Schedule S - Part 1 - Section 2

NONE

Schedule S - Part 2

NONE

SCHEDULE S - PART 3 - SECTION 2

[illegible]

Schedule S - Part 4

NONE

Schedule S - Part 5

NONE

Schedule S - Part 6

Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

| | 1 2012 | 2 2011 | 3 2010 | 4 2009 | 5 2008 |
|---|-----------|-----------|-----------|-----------|-----------|
| A. OPERATIONS ITEMS | | | | | |
| 1. Premiums..... | 0 | 0 | 3 | 3 | 2 |
| 2. Title XVIII-Medicare..... | 0 | 0 | 0 | 0 | 0 |
| 3. Title XIX-Medicaid..... | 279 | 260 | 197 | 164 | 137 |
| 4. Commissions and reinsurance expense allowance..... | | 0 | 0 | 0 | 0 |
| 5. Total hospital and medical expenses..... | | 0 | 0 | 0 | 0 |
| B. BALANCE SHEET ITEMS | | | | | |
| 6. Premiums receivable | | 0 | 0 | 0 | 0 |
| 7. Claims payable..... | | 0 | 0 | 0 | 0 |
| 8. Reinsurance recoverable on paid losses..... | 0 | 0 | 0 | 0 | 0 |
| 9. Experience rating refunds due or unpaid..... | | 0 | 0 | 0 | 0 |
| 10. Commissions and reinsurance expense allowances due..... | | 0 | 0 | 0 | 0 |
| 11. Unauthorized reinsurance offset..... | 0 | 0 | 0 | 0 | 0 |
| 12. Offset for reinsurance with Certified Reinsurers..... | 0 | XXX | XXX | XXX | XXX |
| C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM) | | | | | |
| 13. Funds deposited by and withheld from (F)..... | 0 | 0 | 0 | 0 | 0 |
| 14. Letters of credit (L)..... | 0 | 0 | 0 | 0 | 0 |
| 15. Trust agreements (T)..... | 0 | 0 | 0 | 0 | 0 |
| 16. Other (O)..... | 0 | 0 | 0 | 0 | 0 |
| D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM) | | | | | |
| 17. Multiple Beneficiary Trust..... | 0 | XXX | XXX | XXX | XXX |
| 18. Funds deposited by and withheld from (F)..... | 0 | XXX | XXX | XXX | XXX |
| 19. Letters of credit (L)..... | 0 | XXX | XXX | XXX | XXX |
| 20. Trust agreements (T)..... | 0 | XXX | XXX | XXX | XXX |
| 21. Other (O) | 0 | XXX | XXX | XXX | XXX |

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

| | 1 | 2 | 3 |
|---|-------------------------------|----------------------------|------------------------------|
| | As Reported (net of ceded) | Restatement Adjustments | Restated (gross of ceded) |
| ASSETS (Page 2, Col. 3) | | | |
| 1. Cash and invested assets (Line 12) | 29,461,650 | | 29,461,650 |
| 2. Accident and health premiums due and unpaid (Line 15)..... | 0 | | 0 |
| 3. Amounts recoverable from reinsurers (Line 16.1)..... | 0 | | 0 |
| 4. Net credit for ceded reinsurance..... | XXX | 0 | 0 |
| 5. All other admitted assets (Balance)..... | 2,474,001 | | 2,474,001 |
| 6. Total assets (Line 28) | 31,935,651 | 0 | 31,935,651 |
| LIABILITIES, CAPITAL AND SURPLUS (Page 3) | | | |
| 7. Claims unpaid (Line 1)..... | 12,332,258 | 0 | 12,332,258 |
| 8. Accrued medical incentive pool and bonus payments (Line 2)..... | 0 | | 0 |
| 9. Premiums received in advance (Line 8)..... | 0 | | 0 |
| 10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount) | 0 | | 0 |
| 11. Reinsurance in unauthorized companies (Line 20 minus inset amount)..... | 0 | | 0 |
| 12. Reinsurance with Certified Reinsurers (Line 20 inset amount)..... | 0 | | 0 |
| 13. Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount)..... | 0 | | 0 |
| 14. All other liabilities (Balance)..... | 918,952 | | 918,952 |
| 15. Total liabilities (Line 24)..... | 13,251,210 | 0 | 13,251,210 |
| 16. Total capital and surplus (Line 33)..... | 18,684,441 | XXX | 18,684,441 |
| 17. Total liabilities, capital and surplus (Line 34) | 31,935,651 | 0 | 31,935,651 |
| NET CREDIT FOR CEDED REINSURANCE | | | |
| 18. Claims unpaid..... | 0 | | |
| 19. Accrued medical incentive pool..... | 0 | | |
| 20. Premiums received in advance | 0 | | |
| 21. Reinsurance recoverable on paid losses | 0 | | |
| 22. Other ceded reinsurance recoverables | 0 | | |
| 23. Total ceded reinsurance recoverables | 0 | | |
| 24. Premiums receivable | 0 | | |
| 25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers | 0 | | |
| 26. Unauthorized reinsurance | 0 | | |
| 27. Reinsurance with Certified Reinsurers..... | 0 | | |
| 28. Funds held under reinsurance treaties with Certified Reinsurers..... | 0 | | |
| 29. Other ceded reinsurance payables/offsets | 0 | | |
| 30. Total ceded reinsurance payables/offsets | 0 | | |
| 31. Total net credit for ceded reinsurance | 0 | | |

SCHEDULE T – PART 2
INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN

Allocated By States and Territories

| States, Etc. | | Direct Business Only | | | | | |
|------------------------------------|-----------|-----------------------------------|-------------------------------------|---|---|---------------------------|--------|
| | | 1 | 2 | 3 | 4 | 5 | 6 |
| | | Life (Group and Individual) | Annuities (Group and Individual) | Disability Income (Group and Individual) | Long-Term Care (Group and Individual) | Deposit-Type Contracts | Totals |
| 1. Alabama | AL | | | | | | .0 |
| 2. Alaska | AK | | | | | | .0 |
| 3. Arizona | AZ | | | | | | .0 |
| 4. Arkansas | AR | | | | | | .0 |
| 5. California | CA | | | | | | .0 |
| 6. Colorado | CO | | | | | | .0 |
| 7. Connecticut | CT | | | | | | .0 |
| 8. Delaware | DE | | | | | | .0 |
| 9. District of Columbia | DC | | | | | | .0 |
| 10. Florida | FL | | | | | | .0 |
| 11. Georgia | GA | | | | | | .0 |
| 12. Hawaii | HI | | | | | | .0 |
| 13. Idaho | ID | | | | | | .0 |
| 14. Illinois | IL | | | | | | .0 |
| 15. Indiana | IN | | | | | | .0 |
| 16. Iowa | IA | | | | | | .0 |
| 17. Kansas | KS | | | | | | .0 |
| 18. Kentucky | KY | | | | | | .0 |
| 19. Louisiana | LA | | | | | | .0 |
| 20. Maine | ME | | | | | | .0 |
| 21. Maryland | MD | | | | | | .0 |
| 22. Massachusetts | MA | | | | | | .0 |
| 23. Michigan | MI | | | | | | .0 |
| 24. Minnesota | MN | | | | | | .0 |
| 25. Mississippi | MS | | | | | | .0 |
| 26. Missouri | MO | | | | | | .0 |
| 27. Montana | MT | | | | | | .0 |
| 28. Nebraska | NE | | | | | | .0 |
| 29. Nevada | NV | | | | | | .0 |
| 30. New Hampshire | NH | | | | | | .0 |
| 31. New Jersey | NJ | | | | | | .0 |
| 32. New Mexico | NM | | | | | | .0 |
| 33. New York | NY | | | | | | .0 |
| 34. North Carolina | NC | | | | | | .0 |
| 35. North Dakota | ND | | | | | | .0 |
| 36. Ohio | OH | | | | | | .0 |
| 37. Oklahoma | OK | | | | | | .0 |
| 38. Oregon | OR | | | | | | .0 |
| 39. Pennsylvania | PA | | | | | | .0 |
| 40. Rhode Island | RI | | | | | | .0 |
| 41. South Carolina | SC | | | | | | .0 |
| 42. South Dakota | SD | | | | | | .0 |
| 43. Tennessee | TN | | | | | | .0 |
| 44. Texas | TX | | | | | | .0 |
| 45. Utah | UT | | | | | | .0 |
| 46. Vermont | VT | | | | | | .0 |
| 47. Virginia | VA | | | | | | .0 |
| 48. Washington | WA | | | | | | .0 |
| 49. West Virginia | WV | | | | | | .0 |
| 50. Wisconsin | WI | | | | | | .0 |
| 51. Wyoming | WY | | | | | | .0 |
| 52. American Samoa | AS | | | | | | .0 |
| 53. Guam | GU | | | | | | .0 |
| 54. Puerto Rico | PR | | | | | | .0 |
| 55. US Virgin Islands | VI | | | | | | .0 |
| 56. Northern Mariana Islands | MP | | | | | | .0 |
| 57. Canada | CAN | | | | | | .0 |
| 58. Aggregate Other Alien | OT | | | | | | .0 |
| 59. Totals | | 0 | 0 | 0 | 0 | 0 | 0 |

NONE

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Upper Peninsula Health Plan, LLC

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 |
|------------|----------------------------------|-------------------|-------------------|--------------|-----|--|---|----------------------|----------------------------------|--|--|--|---|----|
| Group Code | Group Name | NAIC Company Code | Federal ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Name of Parent Subsidiaries or Affiliates | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/ Person(s) | * |
| 00000 | Upper Peninsula Health Plan, LLC | 52615 | 46-0927995 | | | | Upper Peninsula Health Plan, LLC | MI | | Baraga County Memorial Hospital | Ownership | 0.8 | | 0 |
| | | | | | | | | | | Bell Hospital | Ownership | 5.1 | | 0 |
| | | | | | | | | | | Dickinson County Health System | Ownership | 5.4 | | 0 |
| | | | | | | | | | | Aspirus Grandview | Ownership | 4.5 | | 0 |
| | | | | | | | | | | Helen Newberry Joy Hospital | Ownership | 1.9 | | 0 |
| | | | | | | | | | | Aspirus Keweenaw Hospital | Ownership | 3.7 | | 0 |
| | | | | | | | | | | DLP Marquette General Hospital | Ownership | 56.2 | DLP Marquette General Hospital | 0 |
| | | | | | | | | | | Munising Memorial Hospital | Ownership | 0.1 | | 0 |
| | | | | | | | | | | UPHP Treasury | Ownership | 0.2 | | 0 |
| | | | | | | | | | | Portage Health | Ownership | 10.0 | Portage Health | 0 |
| | | | | | | | | | | Schoolcraft Memorial Hospital | Ownership | 2.1 | | 0 |
| | | | | | | | | | | SSM Tribal Health | Ownership | 0.5 | | 0 |
| | | | | | | | | | | War Memorial Hospital | Ownership | 7.1 | | 0 |
| | | | | | | | | | | Upper Peninsula Managed Care, LLC | Management | 0.0 | | 0 |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | |

| | |
|----------|-------------|
| Asterisk | Explanation |
|----------|-------------|

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

| MARCH FILING | | Responses |
|---------------|---|---------------|
| 1. | Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1? |YES..... |
| 2. | Will an actuarial opinion be filed by March 1? |YES..... |
| 3. | Will the confidential Risk-based Capital Report be filed with the NAIC by March 1? |YES..... |
| 4. | Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1? |YES..... |
| APRIL FILING | | |
| 5. | Will Management's Discussion and Analysis be filed by April 1? |YES..... |
| 6. | Will the Supplemental Investment Risks Interrogatories be filed by April 1? |YES..... |
| 7. | Will the Accident and Health Policy Experience Exhibit be filed by April 1? |YES..... |
| JUNE FILING | | |
| 8. | Will an audited financial report be filed by June 1? |YES..... |
| 9. | Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1? |YES..... |
| AUGUST FILING | | |
| 10. | Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1? |YES..... |

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

| MARCH FILING | | |
|---------------|--|---------------|
| 11. | Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1? |NO..... |
| 12. | Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC? |NO..... |
| 13. | Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC? |NO..... |
| 14. | Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1? |YES..... |
| 15. | Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? |NO..... |
| 16. | Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? |NO..... |
| 17. | Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1? |YES..... |
| 18. | Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1? |NO..... |
| 19. | Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1? |NO..... |
| 20. | Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed with electronically with the NAIC by March 1? |NO..... |
| APRIL FILING | | |
| 21. | Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? |NO..... |
| 22. | Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC? |NO..... |
| 23. | Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC? |NO..... |
| 24. | Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1? |NO..... |
| 25. | Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1? |NO..... |
| AUGUST FILING | | |
| 26. | Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? |YES..... |

Explanation:

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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